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**ARTICLES OF ASSOCIATION**  
**for the T Mark Hall Foundation**  
**incorporated as a company limited by guarantee**  
**July 2014**

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	similar to that of bankruptcy;
"the Board"	means the board of directors of the Company established from time to time in accordance with Article 19, the members of which are the directors of the Company for the purposes of the Companies Acts;
"British Go Association" or "BGA"	means the Unincorporated Association which is responsible for promotion of the game of Go in the United Kingdom in May 2014, or its successors. In the event of there being more than one successor, it shall be the one responsible for the promotion of the game of Go in England.
"clear days"	means a period of days exclusive of the day on which the notice is served and of the day for which it is given;
"Chair"	means the chair of the Board as appointed by the Board in accordance with Article 23;
"chair of the meeting"	has the meaning given in Article 14.2 (in respect of a board meeting) or Article 33.2 (in respect of a general meeting);
"Companies Acts"	means the Companies Acts (as defined in section 2 of the 2006 Act), in so far as they apply to the Company;
"Company"	means the above-named company;
"Co-opted Director"	means a director appointed in accordance with Article 19.4;
"Council of the British Go Association"	means the governing body of the British Go Association, as laid down in its constitution.

"director"	means a director of the Company, and includes any person occupying the position of director, by whatever name called;
"document"	includes, unless otherwise specified, any document sent or supplied in electronic form;
"electronic form"	has the meaning given in Section 1168 of the 2006 Act;
"Finance Director"	means the person appointed from time to time as the finance director under Article 24;
"general meeting"	means an annual general meeting or other general meeting of the Company;
“Go”	means the intellectual board game of Far Eastern origin variously also known there as igo, weiqi or baduk
"hard copy form"	has the meaning given in Section 1168 of the 2006 Act;
“Officer of the British Go Association”	means the President, Secretary or Treasurer of the British Go Association, as laid down in its constitution in force at the time.
"the Office"	means the registered office of the Company;
"ordinary resolution"	has the meaning given in Section 282 of the 2006 Act;
"participate"	in relation to a directors' meeting, has the meaning given in Article 12;
"proxy notice"	has the meaning given in Article 39;
"Rules"	means the rules, policies, regulations, terms of reference and standing orders of the Company made by the Board or by the

	Company in general meeting, as amended from time to time;
" Secretary"	means the person appointed from time to time under Article 25 as the Secretary, and who shall also be the company secretary of the Company for the purposes of the Act;
"special resolution"	has the meaning given in Section 283 of the 2006 Act;
“T Mark Hall Library”	means those go books, magazines and pictures left by T Mark Hall in his will.
“UK”	means the geographical area of England, Wales, Scotland and Northern Ireland, together with the Channel Islands and the Isle of Man
"writing"	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the 2006 Act as in force on the date when these Articles become binding on the Company.

1.3 Words importing the singular number shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations and unincorporated associations.

1.4 For the purposes of Section 20 of the 2006 Act, the relevant model articles shall be deemed to have been excluded fully and replaced with the provisions of these Articles.

## **2. Name and Registered Office**

2.1 The name of the Company is The T Mark Hall Foundation.

2.2 The registered office of the Company is to be in England and Wales.

## **3. Objects**

3.1 The primary object for which the Company is established ("Objects") is to promote the playing of Go in the UK

3.2 Specific objects are to:

3.2.1 Maintain and store the T Mark Hall library until such time as a permanent place can be found to keep the books, magazines and pictures

3.2.2 Undertake research to find a permanent London Go Centre which would be open most afternoons and /or evenings;

3.2.3 Provide financial grants to young members of the BGA to assist with Go tuition or living costs to enable them to study Go in the Far East for periods of up to two years

## **4. Powers**

4.1 The Company shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects ("the Powers").

4.2 The income and property of the Company shall be applied solely towards the promotion of its Objects and no portion thereof shall be paid or transferred directly or indirectly, overtly or covertly by way of distribution, bonus or otherwise by way of profit to the members of the Company.

4.3 Nothing in Article 4.2 shall prevent the payment in good faith by the Company:

- 4.3.1 of remuneration of any director of the Company in accordance with Article 21;
- 4.3.2 to any director, committee or sub-committee member of reasonable and proper out-of-pocket expenses in accordance with Article 21;
- 4.3.3 of reasonable and proper rent for premises demised or let by any member of the Company or by any director;
- 4.3.4 of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the directors (or any of them) in relation to the Company;
- 4.3.5 other payments as are permitted by these Articles.

## **5. Liability of members**

- 5.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for any of the items set out in Article 5.2.
- 5.2 The items for which the members undertake to contribute are:
  - 5.2.1 payment of the Company's debts and liabilities contracted before he ceases to be a member;
  - 5.2.2 payment of the costs, charges and expenses of winding up; and
  - 5.2.3 adjustment of the rights of the contributories among themselves.



**PART 2**  
**DIRECTORS AND OTHER OFFICE HOLDERS**

**DIRECTORS' POWERS AND RESPONSIBILITIES**

**6. Directors' general authority**

6.1 Subject to these Articles, any Rules and Regulations made pursuant to them and the Companies Acts, the Board is responsible for the management of the Company's business, for which purpose it may exercise all the powers of the Company.

6.2 No resolution passed by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if such resolution had not been passed.

**7. Directors may delegate**

7.1 Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles:

7.1.1 to such person or committee;

7.1.2 by such means (including by power of attorney);

7.1.3 to such an extent;

7.1.4 in relation to such matters or territories; and

7.1.5 on such terms and conditions;

as it thinks fit.

7.2 All acts and proceedings delegated under Article 7.1 shall be reported to the Board in due course.

7.3 The Board may revoke any delegation in whole or part, or alter its terms and conditions.

## **8. Committees**

8.1 The Company shall have the following committees:

- (a) Investment Advisory Committee; and
- (b) such other committees as the Board thinks fit.

8.2 All committees must include at least one director.

8.3 Committees to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by the Board.

8.4 The Board may make rules of procedure for all or any committees, which prevail over rules derived from these Articles if they are not consistent with them.

8.5 The quorum for meetings of any Committee formed pursuant to the provisions of the Articles shall be three, which must include at least one Director.

## **DECISION-MAKING BY DIRECTORS**

### **9. Directors to take decisions collectively**

Any decision of the Board must be either a majority decision or a decision taken in accordance with Article 10.

### **10. Unanimous decisions**

10.1 A decision of the Board is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter.

- 10.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- 10.3 References in this Article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Board.
- 10.4 A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting.

## **11. Calling a meeting of the Board**

- 11.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least two such meetings shall be held in each year.
- 11.2 The Board shall report on their activities to the members at the annual general meeting.
- 11.3 Any director may call a meeting of the Board by giving notice of the meeting to the directors.
- 11.4 Notice of any meeting of the Board must indicate:
- 11.4.1 its proposed date and time;
  - 11.4.2 where it is to take place; and
  - 11.4.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 11.5 Notice of a meeting of the Board must be given to each director, but need not be in writing. A director who is absent from the UK shall be entitled to notice of a meeting if he has provided a valid email address.

## **12. Participation in meetings of the Board**

- 12.1 Subject to these Articles, directors participate in a meeting of the Board, or part of a meeting of the Board, when:
- 12.1.1 the meeting has been called and takes place in accordance with these Articles, and
  - 12.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 12.2 In determining whether directors are participating in a meeting of the Board, it is irrelevant where any director is or how they communicate with each other.
- 12.3 If all the directors participating in a meeting of the Board are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

## **13. Composition of the Board and Quorum**

- 13.1 At a meeting of the Board, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 13.2 The quorum for meetings of the Board shall be 75% of its membership.
- 13.3 Subject to Article 13.4, the Board may act notwithstanding any vacancy in their body.
- 13.4 If the total number of directors for the time being is less than three, the directors must not take any decision other than a decision to fill a casual vacancy arising among the directors in accordance with Article 19.4.

## **14. Chairing of meetings of the Board**

14.1 The Chairman shall preside as chair at all meetings of the Board at which he shall be present.

14.2 If at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting or he is not willing to preside, the members of the Board present shall choose one of their number to be chair of the meeting. The person so appointed for the time being is known as "the chair of the meeting".

**15. Casting vote**

15.1 If the numbers of votes for and against a proposal are equal, the chair of the meeting of the Board has a casting vote. This does not apply if, in accordance with these Articles, the Chair or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

**16. Conflicts of interest**

16.1 Subject to Article 16.2, if a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

16.2 The prohibition under Article 16.1 shall not apply when:

16.2.1 the Board authorises the director counting towards the quorum and voting on the transaction or arrangement in accordance with Section 175 of the 2006 Act notwithstanding such interest;

16.2.2 the director need not declare an interest pursuant to Section 177 or 182 of the 2006 Act; or

16.2.3 the director's conflict of interests arises from a permitted cause.

16.3 For the purposes of Article 16.2, the following are "permitted causes":

- 16.3.1 a guarantee, security or indemnity given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Company;
- 16.3.2 arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Company which do not provide special benefits for directors or former directors.
- 16.4 For the purposes of this Article 16, references to proposed decisions and decision-making processes include any meeting of the Board or part of a meeting of the Board.
- 16.5 Subject to Article 16.6, if a question arises at a meeting of the Board or of a committee of the Board as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair of the meeting whose ruling in relation to any director other than himself is to be final and conclusive.
- 16.6 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair of the meeting, the question is to be decided by a decision of the directors at that meeting, for which purpose the chair of the meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
- 16.7 A director may vote, and count towards the quorum, in regard to any transaction or arrangement in which he has, or can have, a direct or indirect conflict of interest that conflicts, or possibly may conflict with the interests of the Company only where such matter has been authorised in accordance with Article 16.2.
- 16.8 The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these Articles prohibiting a director from voting at a meeting of the Board or a Committee formed under Article 8.
- 17. Records of decisions to be kept**

- 17.1 The Board must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every appointment by the Board and of every unanimous or majority decision taken by the Board (and all sub-committees) and by the Company at general meeting.
- 17.2 Any such records, if purporting to be signed by the chair of the meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

**18. Directors' discretion to make further rules**

- 18.1 The Board shall have the power to make, vary and revoke Rules for the better administration of the Company including (without limitation):
- 18.1.1 for the appointment of committees to assist the Board in the better administration of the Company.
  - 18.1.2 terms of reference as to the function, role and operation of such committees;
  - 18.1.3 such other regulations or policies as the Board thinks fit.
- 18.2 Rules and Regulations made under Article 18.1 must be compliant with the Companies Acts and these Articles in order to be valid.

**APPOINTMENT OF DIRECTORS AND OTHER OFFICE HOLDERS**

**19. Methods of appointing directors**

- 19.1 The number of directors shall be not less than four and shall be subject to a maximum of six unless Article 19.6 applies, in which case it is nine.
- 19.2 The members of the Board shall be three statutory members, and Mr John Fairbairn.
- 19.3 The statutory members shall be:
- 19.3.1 The President of the British Go Association

19.3.2 The Treasurer of the British Go Association

19.3.3 The Secretary of the British Go Association

19.4 The Board may from time to time in its sole discretion co-opt to the Board, for a period not exceeding one year, up to two other persons provided that the total number of directors at any one time shall not exceed the maximum number fixed by these Articles. Co-opted directors shall be entitled to vote at meetings of the Board. The period of co-option may be extended beyond its initial term subject to the continuing approval of the non-co-opted members of the Board

19.5 In the event that one or more of the Board Members declines to take up his position, dies, resigns or is barred from being a Director by virtue of Article 20.1 below, then the remaining Board Members shall co-opt a member of the Council of the British Go Association.

19.6 In the event that a Director ceases to be an Officer of the British Go Association they shall remain as a Director for a period of 6 weeks, after which they shall cease to be a Director of the Company. The replacement Officer of the British Go Association shall become a Director immediately.

19.7 The Board may at its discretion award honoraria to such persons as it thinks fit.

19.8 All acts carried out in good faith at any meeting of the Board or of any committee, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person be as valid as if every such person had been duly appointed or had duly continued in office.

## **20. Termination of director's appointment**

20.1 Without prejudice to the provisions of Section 168 of the 2006 Act, a person shall cease to be a director of the Company as soon as:



- 20.1.1 that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is otherwise prohibited from being a director by law;
  - 20.1.2 a bankruptcy order is made against that person;
  - 20.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
  - 20.1.4 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
  - 20.1.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
  - 20.1.6 unless the Board resolves otherwise, that person shall without sufficient reason for more than three consecutive Board meetings have been absent without permission of the Board;
  - 20.1.7 notification is received by the Board from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.
- 20.2 A person serving as Chairman, Finance Director or Secretary who is removed from office as a director for whatever reason shall be deemed to have resigned from his position as Chairman, Finance Director or Secretary (as appropriate) and the vacancy shall be filled in accordance with these Articles.

## **21. Directors' remuneration**

- 21.1 Subject to the provisions of the Companies Acts, and to Article 21.2 below, the Board may enter into an agreement or arrangement with any director for his

employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim for damages for breach of the contract of service between the director and the Company.

21.2 Subject to these Articles, any such remuneration must:

21.2.1 Be determined having regard to the current remuneration of directors in comparable posts; and

21.2.2 not exceed the general market rate for directors providing comparable services.

21.3 No director shall take any loan from the Company.

## **22. Directors' expenses**

The Company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

(a) meetings of the Board or committees of the Board; or

(b) general meetings,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

## **23. Office Holder, e.g. Chairman**

24.1 The Board may appoint a Director to be the Chairman on such terms and for such period as they think fit and may delegate to him such of their powers as they think desirable to be executed by him.

23.1 The Chairman shall have such rights and privileges as the Board shall from time to time prescribe.

23.2 The office of Chairman shall be vacated with immediate effect if the person appointed as Chairman ceases to be a director of the Company.

**24. Finance Director**

The Board may appoint a Director to be Finance Director on such terms and for such period as they think fit and may delegate to him such of their powers as they think desirable to be executed by him.

**25. Company Secretary**

Subject to the provisions of the Companies Acts, the company secretary shall be appointed by the Board for such term at such remuneration (if any) and upon such conditions as they may think fit and any company secretary appointed may be removed by them.

## **PART 3 MEMBERS**

### **BECOMING AND CEASING TO BE A MEMBER**

#### **26. Applications for membership**

26.1 The subscribers to the Memorandum of Association of the Company as at the date of incorporation, and such other persons as are admitted to membership in accordance with these Articles (and any applicable Rules), shall be the Members of the Company.

26.2 No person shall become a member of the Company unless:

26.2.1 They have been a member of the BGA, as determined from time to time by its Membership Secretary, for a continuous period of at least 5 years; and

26.2.2 They have a permanent address within the UK

26.2.3 They are over 18 years of age.

#### **27. Conditions of membership**

27.1 All members shall be subject to the Rules.

#### **28. Termination of membership**

28.1 It shall be the duty of the Board, if at any time it shall be of the opinion that the interests of the Company so require, by notice in hard copy form sent by prepaid post to a member's address, to request that member to withdraw from membership of the Company within a time specified in such notice. No such notice shall be sent except on a vote of at least one half of the total number of the Board for the time being.

- 28.2 If, on the expiry of the time specified in such notice, the member concerned has not withdrawn from membership by submitting notice in hard copy form of his resignation, or if at any time after receipt of the notice requesting him to withdraw from membership the member shall so request in hard copy form, the matter shall be submitted to a properly convened and constituted meeting of the Board. The Board and the member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The member concerned shall at the meeting be entitled to present a statement in his defence either verbally or in hard copy form, and he shall not be required to withdraw from membership unless a majority of the Board members present and voting shall, after receiving the statement in his defence, vote for his expulsion, or unless the member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason being given, he shall thereupon cease to be a member and his name shall be erased from the register of members. A Member may appeal against such decision by notifying the Board who shall put the matter to a general meeting for it to be decided by a majority vote of the members present and voting at such meeting. If the Board's decision is upheld, the member will be liable for the costs of holding the general meeting.
- 28.3 A member may withdraw from membership of the Company by giving seven clear days' notice to the Company in writing.
- 28.4 A membership terminates automatically when a person dies or on the failure of the member to comply or to continue to comply with any condition of membership set out in these Articles.
- 28.5 Membership is not transferable.

## **ORGANISATION OF GENERAL MEETINGS**

### **29. Notice of and Calling General Meetings**

- 29.1 General meetings are called on at least 14 clear days' written notice

29.2 A general meeting may be called at any time by the Board or by the Secretary acting on behalf of the Board or may be called on a written request to the Board from at least 5% of the Members.

29.3 On receipt of a written request made pursuant to Article 28.2, the Secretary must call a general meeting within 21 days and the general meeting must be held not more than 28 days after the date of the notice calling the general meeting

### **30. Annual General Meetings**

30.1 The Company shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it, provided that so long as the Company holds its first annual general meeting within 18 months after its incorporation it need not hold it in the calendar year of its incorporation or in the following calendar year.

30.2 The annual general meeting shall be held for the following purposes:

30.2.1 to receive from the Board the Company's accounts;

30.2.2 to receive from the Board a report of the activities of the Company since the previous annual general meeting;

30.2.3 to appoint the Company's auditors;

30.2.4 to transact such other business as may be brought before it.

### **31. Attendance and speaking at general meetings**

31.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

- 31.2 A person is able to exercise the right to vote at a general meeting when:
- 31.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
  - 31.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 31.3 The Board may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 31.4 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

## **32. Quorum for general meetings**

- 32.1 No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 32.2 For a General Meeting called by the Board, 10 Members present in person or by proxy shall be a quorum. For all other General Meetings the quorum shall be 25.

## **33. Chairing general meetings**

- 33.1 The Chairman shall chair general meetings if present and willing to do so. If the Chairman shall be absent, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the same, the remaining directors shall appoint one of their number to preside. If no directors are present, the meeting must appoint a member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.
- 33.2 The person chairing a meeting in accordance with this Article is referred to as "the chair of the meeting".

**34. Attendance and speaking by directors and non-members**

- 34.1 Directors may attend and speak at general meetings, whether or not they are members.
- 34.2 The chair of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

**35. Adjournment**

- 35.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.
- 35.2 The chair of the meeting may adjourn a general meeting at which a quorum is present if:
- 35.2.1 the meeting consents to an adjournment, or
  - 35.2.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 35.3 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 35.4 When adjourning a general meeting, the chair of the meeting must:
- 35.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
  - 35.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 35.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least seven clear days' notice of it:



35.5.1 to the same persons to whom notice of the Company's general meetings is required to be given; and

35.5.2 containing the same information which such notice is required to contain.

35.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place provided that if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting then the meeting shall be terminated.

## **VOTING AT GENERAL MEETINGS**

### **36. Voting: general**

36.1 Every Member shall be entitled to receive notice of, attend general meetings and cast one vote.

36.2 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles. Except where otherwise provided by the Companies Acts, every resolution is decided by a majority of votes cast.

36.3 In the event of an equality of votes either on a show of hands or a poll, the Chairman is entitled to a casting vote in addition to any other vote he may have.

### **37. Errors and disputes**

37.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

37.2 Any such objection must be referred to the chair of the meeting whose decision is final.

**38. Poll votes**

38.1 A poll on a resolution may be demanded:

38.1.1 in advance of the general meeting where it is to be put to the vote, or

38.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

38.2 A poll may be demanded by:

38.2.1 the chair of the meeting;

38.2.2 the Board; or

38.2.3 Five or more Members present in person or proxy having the right to vote on the resolution.

38.3 A demand for a poll may be withdrawn if:

38.3.1 the poll has not yet been taken, and

38.3.2 the chair of the meeting consents to the withdrawal.

38.4 Polls shall be taken as the chair of the meeting directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

38.5 A poll demanded on the election of a chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair of the meeting directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the

declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

- 38.6 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

**39. Content of proxy notices**

- 39.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

39.1.1 states the name and address of the member appointing the proxy;

39.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

39.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

39.1.4 is delivered to the Office in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.

- 39.2 The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

- 39.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

- 39.4 Unless a proxy notice indicates otherwise, it must be treated as:

39.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

39.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

**40. Delivery of proxy notices**

40.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Office by or on behalf of that person.

40.2 An appointment under a proxy notice may be revoked by delivering to the Office a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

40.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

40.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

**41. Amendments to resolutions**

41.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

41.1.1 notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine), and

41.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

- 41.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- (a) the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 41.3 With the consent of the chair of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.
- 41.4 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

## **PART 4**

### **ADMINISTRATIVE ARRANGEMENTS**

#### **42. Means of communication to be used**

- 42.1 Subject to these Articles, anything sent or supplied by or to the Company under these Articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of the 2006 Act to be sent or supplied by or to the Company.
- 42.2 The applicable address shall be his registered address as it appears in the register of members or by giving notice using electronic communications to an address for the time being notified to the BGA by the Member.
- 42.3 Subject to these Articles, any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

- 42.4 A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
- 42.5 Any notice, if served by first class (or equivalent) post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter. Any notice, if served by electronic communications, shall be deemed to have been given at the expiration of 48 hours after the time it was sent.

**43. No right to inspect accounts and other records**

Except as provided by law or authorised by the Board or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a member.

**DIRECTORS' INDEMNITY AND INSURANCE**

**44. Indemnity**

44.1 Subject to Article 44.2, a relevant director of the Company or an associated company may be indemnified out of the Company's assets against:

44.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company;

44.1.2 any other liability incurred by that director as an officer of the Company.

44.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

44.3 In this Article a "relevant director" means any director or former director of the Company.

**45. Insurance**

45.1 The Board may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss.

45.2 In this Article:

45.2.1 a "relevant director" means any director or former director of the Company;

45.2.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company; and

**46. Dissolution**

If upon the winding-up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall be paid to the British Go Association.